

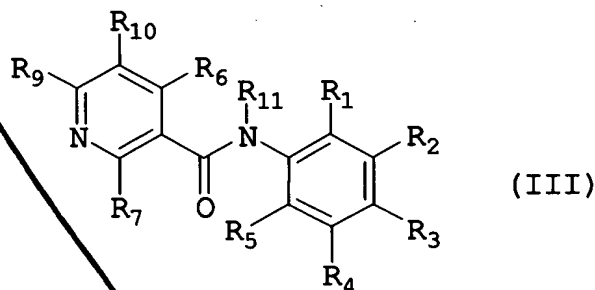
*Amendments to the Claims*

Claims 1-32 (canceled)

Claim 33 (currently amended):

A method of treating a disorder responsive to

the induction of apoptosis in an animal suffering therefrom, comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula III:



or a pharmaceutically acceptable salt or prodrug thereof, wherein

$R_1$ - $R_7$  and  $R_9$ - $R_{10}$  are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol,  $-NH_2$ ,  $-NHR_{15}$  or  $-NR_{15}R_{16}$ ;

$R_1$ - $R_5$  are hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro,

aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxy-carbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol, -NH<sub>2</sub>, -NHR<sub>15</sub> or -NR<sub>15</sub>R<sub>16</sub>

R<sub>6</sub> is hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, thiol, acyloxy, azido, alkoxy, alkoxy-carbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol, -NH<sub>2</sub>, -NHR<sub>15</sub> or -NR<sub>15</sub>R<sub>16</sub>, wherein

R<sub>15</sub> and R<sub>16</sub> are independently optionally substituted C<sub>1-10</sub> alkyl, heterocyclic or heteroaryl groups; and

R<sub>11</sub> is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

wherein said disorder responsive to the induction of apoptosis is inflammation, inflammatory bowel disease, psoriasis, an autoimmune disease selected from the group consisting of rheumatoid arthritis, multiple sclerosis, diabetes mellitus, Hashimoto's thyroiditis, and autoimmune lymphoproliferative syndrome, or a cancer selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma,

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malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head or neck carcinoma, osteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma; and

wherein said prodrug is:

- a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a C<sub>1-4</sub> alcohol;
- b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a C<sub>1-4</sub> carboxylic acid, C<sub>3-6</sub> dioic acid or anhydride thereof;
- c) an imine of an amine group containing compound of Formula III obtained by condensation with a C<sub>1-4</sub> aldehyde or ketone; or
- d) an acetal or ketal of at least one of the R<sub>1-10</sub> hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that:

when R<sub>1-2</sub> and R<sub>4-11</sub> are hydrogen, R<sub>3</sub> is not optionally substituted pyrazolyl;

when R<sub>1-3</sub> are hydrogen, each of R<sub>9</sub> and R<sub>10</sub> is not phenyl;

when R<sub>3</sub> is methoxy and R<sub>5-11</sub> are hydrogen, each of R<sub>2</sub> and R<sub>4</sub> is not cyclopentyloxy;

when R<sub>1-3</sub> and R<sub>5-11</sub> are hydrogen, R<sub>4</sub> is not optionally substituted alkyl;

~~when  $R_{3+i}$  are hydrogen,  $R_1$  and  $R_2$  are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and~~

~~when  $R_1$  and  $R_{4+i}$  are hydrogen,  $R_2$  and  $R_3$  are not taken together to form substituted pyranyl.~~

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Claim 34 (currently amended): The method of claim 33, wherein  $R_1$  and  $R_2$ , or  $R_2$  and  $R_3$ , or  $R_3$  and  $R_4$ , or  $R_4$  and  $R_5$  are taken together to form an optionally substituted carbocycle or an optionally substituted heterocycle, provided that said optionally substituted heterocycle is not optionally substituted saturated or partially saturated thienyl-1,1-dioxide or substituted pyranyl.

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Claim 35 (currently amended): The method of claim 34, wherein  $R_1$  and  $R_2$ , or  $R_2$  and  $R_3$ , or  $R_3$  and  $R_4$ , or  $R_4$  and  $R_5$  are taken together to form  $-\text{OCH}_2\text{O}-$ ,  $-(\text{CH}_2)_3-$ ,  $-(\text{CH}_2)_4-$ ,  $-\text{OCH}_2\text{CH}_2\text{O}-$ ,  $-\text{CH}_2\text{N}(\text{R})\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{N}(\text{R})\text{CH}_2-$ ,  $-\text{CH}_2\text{N}(\text{R})\text{CH}_2\text{CH}_2-$ , or  $-\text{CH}=\text{CH}-\text{CH}=\text{CH}-$ ,  $-\text{N}(\text{R})-\text{CH}=\text{CH}-$ ,  $-\text{CH}=\text{CH}-\text{N}(\text{R})-$ ,  $-\text{O}-\text{CH}=\text{CH}-$ ,  $-\text{CH}=\text{CH}-\text{O}-$ , or  $-\text{N}=\text{CH}-\text{CH}=\text{N}-$ , wherein the carbocycle or heterocycle is optionally substituted, and R is hydrogen, alkyl, haloalkyl, aryl, fused aryl, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl or aminoalkyl.

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Claim 36 (original): The method of claim 33, wherein  $R_6$ ,  $R_7$  and  $R_{10}$  are independently hydrogen or fluoro.

<sup>11</sup> Claim 37 (original): The method of claim 33, wherein R<sub>1</sub> is nitro.

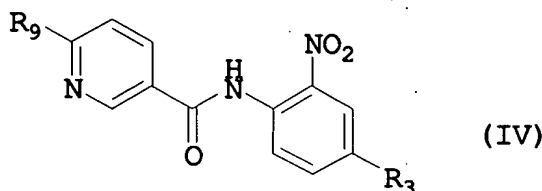
<sup>12</sup> Claim 38 (original): The method of claim 33, wherein R<sub>2</sub>, R<sub>4</sub>, and R<sub>5</sub> are independently hydrogen or fluoro.

<sup>13</sup> Claim 39 (original): The method of claim 33, wherein said compound is selected from the group consisting of:

*N*-(4-Methyl-2-nitrophenyl)-3-pyridinecarboxamide;  
*N*-(4-Ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;  
*N*-(4-Methoxy-2-nitrophenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(4,5-difluoro-2-nitrophenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(3-bromo-4-methoxy-6-nitrophenyl)-3-pyridinecarboxamide;  
5,6-Dichloro-*N*-(4-methoxy-2-nitrophenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(2-methyl-4-methoxyphenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(4-ethoxy-2-nitrophenyl)-*N*-methyl-3-pyridinecarboxamide;  
6-Chloro-*N*-(2-cyano-4,5-dimethoxyphenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(4-chloro-2-trifluoromethylphenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(4-chloro-2-cyanophenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(2,4-dimethyl-6-nitrophenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(3,4-dimethoxy-6-nitrophenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(2-cyano-4-methylphenyl)-3-pyridinecarboxamide;  
6-Chloro-*N*-(4-chloro-2-methyl-6-nitrophenyl)-3-pyridinecarboxamide; and  
4-Trifluoromethyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide.

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D<sup>1</sup>  
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Claim 40 (original): The method of claim 23, wherein said compound is of  
Formula IV:



or a pharmaceutically acceptable salt or prodrug thereof.

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Claim 41 (original): The method of claim 40, wherein said compound is selected  
from the group consisting of:

- 6-Chloro-*N*-(4-methoxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-methyl-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-methoxy-2-nitrophenyl)-1-*N*-oxide-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-chloro-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Fluoro-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-fluoro-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-trifluoromethyl-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(2-nitro-4-trifluoromethoxyphenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-benzyloxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Methyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(4-cyano-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-(2,2,2-Trifluoroethoxy)-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Dimethylamino-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;

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6-Chloro-*N*-(4-*t*-butyl-2-nitrophenyl)-3-pyridinecarboxamide;

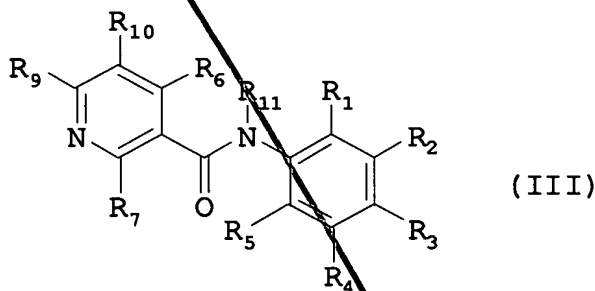
6-Trifluoromethyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide; and

6-Chloromethyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide.

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Claim 42 (currently amended):

A method for treating cancer, comprising

administering to an animal in need of such treatment an effective amount of a compound of Formula III:



or a pharmaceutically acceptable salt or prodrug thereof, wherein

$R_4$ - $R_7$  and  $R_9$ - $R_{10}$  are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol,  $-NH_2$ ,  $-NHR_{15}$  or  $-NR_{15}R_{16}$ ;

$R_1$ - $R_5$  are hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy,

alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol, -NH<sub>2</sub>, -NHR<sub>15</sub> or -NR<sub>15</sub>R<sub>16</sub>;

R<sub>6</sub> is hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol, -NH<sub>2</sub>, -NHR<sub>15</sub> or -NR<sub>15</sub>R<sub>16</sub>, wherein

R<sub>15</sub> and R<sub>16</sub> are independently optionally substituted C<sub>1-10</sub> alkyl, heterocyclic or heteroaryl groups; and

R<sub>11</sub> is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

wherein said cancer is selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head or neck carcinoma, osteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma,

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polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and  
prostatic carcinoma; and

wherein said prodrug is:

- a) an ester of a carboxylic acid containing compound of Formula  
III obtained by condensation with a C<sub>1-4</sub> alcohol;
- b) an ester of a hydroxyl group containing compound of  
Formula III obtained by condensation with a C<sub>1-4</sub> carboxylic acid, C<sub>3-6</sub>  
dioic acid or anhydride thereof;
- c) an imine of an amine group containing compound of Formula  
III obtained by condensation with a C<sub>1-4</sub> aldehyde or ketone; or
- d) an acetal or ketal of at least one of the R<sub>1-10</sub> hydroxy  
containing groups obtained by condensation with chloromethyl  
methyl ether or chloromethyl ethyl ether;

provided that:

when R<sub>1-2</sub> and R<sub>4-11</sub> are hydrogen, R<sub>3</sub> is not optionally substituted pyrazolyl;

when R<sub>1-5</sub> are hydrogen, each of R<sub>9</sub> and R<sub>10</sub> is not phenyl;

when R<sub>3</sub> is methoxy and R<sub>3-11</sub> are hydrogen, each of R<sub>2</sub> and R<sub>4</sub> is not cyclopentyloxy;

when R<sub>1-3</sub> and R<sub>3-11</sub> are hydrogen, R<sub>4</sub> is not alkyl;

when R<sub>3-11</sub> are hydrogen, R<sub>1</sub> and R<sub>2</sub> are not taken together to form optionally  
substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

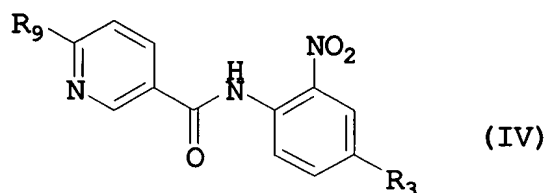
when R<sub>1</sub> and R<sub>4-11</sub> are hydrogen, R<sub>2</sub> and R<sub>3</sub> are not taken together to form substituted  
pyranyl.

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Claim 43 (currently amended):

The method of claim 42, wherein said

compound is of Formula IV:

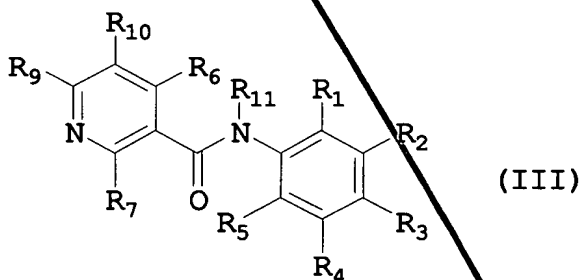


or a pharmaceutically acceptable salt [salts] or prodrug [prodrugs] thereof.

Claims 44-45 (canceled)

18/ 46. (currently amended):

A method for the treatment of drug resistant cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of the Formula III:



or a pharmaceutically acceptable salt or prodrug thereof, wherein:

R<sub>1</sub>-R<sub>7</sub> and R<sub>9</sub>-R<sub>10</sub> are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro,

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aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxy carbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol,  $-NH_2$ ,  $-NHR_{15}$  or  $-NR_{15}R_{16}$ ;

$R_1$ - $R_5$  are hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxy carbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol,  $-NH_2$ ,  $-NHR_{15}$  or  $-NR_{15}R_{16}$ ;

$R_6$  is hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, thiol, acyloxy, azido, alkoxy, alkoxy carbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol,  $-NH_2$ ,  $-NHR_{15}$  or  $-NR_{15}R_{16}$ , wherein

$R_{15}$  and  $R_{16}$  are independently optionally substituted  $C_{1-10}$  alkyl, heterocyclic or heteroaryl groups; and

$R_{11}$  is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

wherein said drug resistant cancer is selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma,

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primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head or neck carcinoma, osteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma; and

wherein said prodrug is:

- a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a C<sub>1-4</sub> alcohol;
- b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a C<sub>1-4</sub> carboxylic acid, C<sub>3-6</sub> dioic acid or anhydride thereof;
- c) an imine of an amine group containing compound of Formula III obtained by condensation with a C<sub>1-4</sub> aldehyde or ketone; or
- d) an acetal or ketal of at least one of the R<sub>1-10</sub> hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that:

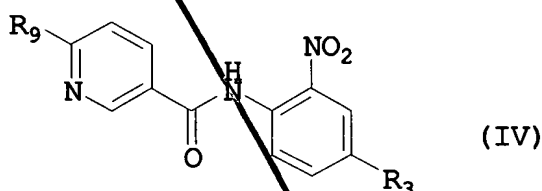
when R<sub>1-2</sub> and R<sub>4-11</sub> are hydrogen, R<sub>3</sub> is not optionally substituted pyrazolyl;

when R<sub>1-3</sub> are hydrogen, each of R<sub>9</sub> and R<sub>10</sub> is not phenyl;

*C1*  
*D1*  
*cont*

~~when  $R_3$  is methoxy and  $R_{5-11}$  are hydrogen, each of  $R_2$  and  $R_4$  is not cyclopentyloxy;~~  
~~when  $R_{1-3}$  and  $R_{5-11}$  are hydrogen,  $R_4$  is not alkyl;~~  
~~when  $R_{5-11}$  are hydrogen,  $R_1$  and  $R_2$  are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and~~  
~~when  $R_1$  and  $R_{5-11}$  are hydrogen,  $R_2$  and  $R_3$  are not taken together to form substituted pyranyl.~~

*20*  
~~Claim 47 (currently amended):~~      ~~The method of claim 46, wherein said compound is of Formula IV:~~



or a pharmaceutically acceptable salt [salts] or prodrug [prodrugs] thereof.

Claims 48-50 (canceled)

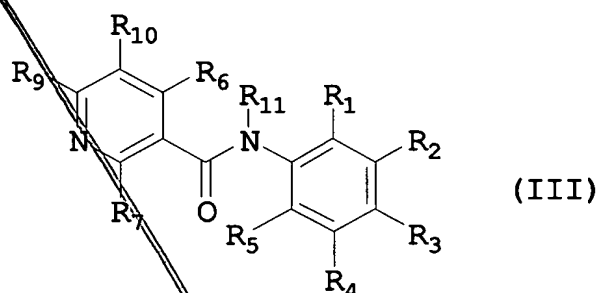
*21*  
~~Claim 51 (original):~~      ~~The method of claim 42 or 46, additionally comprising treating said animal with radiation-therapy.~~

*22*  
~~Claim 52 (original):~~      ~~The method of claim 42 or 46, wherein said compound is administered after the surgical treatment of said animal for cancer.~~

Claims 53-57 (canceled)

Claim 58 (currently amended):

A compound of Formula III:



or a pharmaceutically acceptable salt or prodrug thereof, wherein

$R_1$  and  $R_5$  are independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkoxy, halogen,  $\text{NO}_2$ , cyano, haloalkyl, haloalkoxy, amino and aminoalkyl, provided that at least one of  $R_1$  and  $R_5$  is selected from the group consisting of  $\text{NO}_2$ , cyano, alkyl and haloalkyl;

$R_2$  and  $R_4$  are independently selected from the group consisting of hydrogen, hydroxy, halogen, cyano, haloalkyl, haloalkoxy, amino and aminoalkyl;

$R_3$  is propyl, isopropyl, butyl, sec-butyl, tert-butyl, 3-pentyl, hexyl, octyl, alkyl, Cl, F, haloalkyl, alkoxy, arylalkoxy, cyano, haloalkyloxy, amino or aminoalkyl;

$R_6$  is hydrogen, hydroxy, alkyl,  $\text{NO}_2$ , cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl;

$R_7$  is hydrogen, hydroxy, alkyl,  $\text{NO}_2$ , cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl;

$R_9$  is hydroxy, alkyl, halogen,  $\text{NO}_2$ , haloalkyl, alkoxy, cyano, haloalkyloxy, amino or aminoalkyl;

$R_{10}$  is hydrogen, hydroxy, alkyl, Cl, F,  $\text{NO}_2$ , cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl; and

$R_{11}$  is hydrogen, alkyl or haloalkyl;

wherein said prodrug is:

- a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a  $\text{C}_{1-4}$  alcohol;
- b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a  $\text{C}_{1-4}$  carboxylic acid,  $\text{C}_{3-6}$  dioic acid or anhydride thereof;
- c) an imine of an amine group containing compound of Formula III obtained by condensation with a  $\text{C}_{1-4}$  aldehyde or ketone; or
- d) an acetal or ketal of at least one of the  $R_{1-10}$  hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that when  $R_2$  and  $R_4$  are hydrogen and each of  $R_9$  and  $R_{10}$  is halo,  $R_7$  and  $R_8$  are not both alkyl.

Claim ~~59~~ (currently amended): The compound of claim ~~58~~, wherein said compound is selected from the group consisting of:

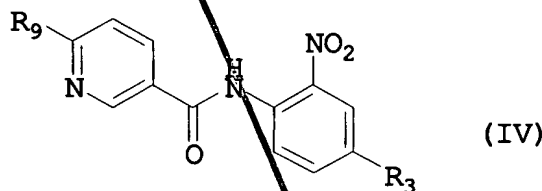
- 6-Chloro-*N*-(4,5-difluoro-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(3-bromo-4-methoxy-6-nitrophenyl)-3-pyridinecarboxamide;
- 5,6-Dichloro-*N*-(4-methoxy-2-nitrophenyl)-3-pyridinecarboxamide;
- 6-Chloro-*N*-(2-methyl-4-methoxyphenyl)-3-pyridinecarboxamide;

*C<sup>1</sup>  
D<sup>1</sup>  
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~~6-Chloro-N-(4-ethoxy-2-nitrophenyl)-N-methyl-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(2-cyano-4,5-dimethoxyphenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(4-chloro-2-trifluoromethylphenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(4-chloro-2-cyanophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(2,4-dimethyl-6-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(3,4-dimethoxy-6-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(2-cyano-4-methylphenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(4-chloro-2-methyl-6-nitrophenyl)-3-pyridinecarboxamide; and~~  
~~4-Trifluoromethyl-N-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide.~~

~~3~~ Claim ~~60~~ (original): The compound of claim ~~58~~, wherein said compound is of

Formula IV:



or a pharmaceutically acceptable salt or prodrug thereof.

~~4~~ Claim ~~61~~ (currently amended): The compound of claim ~~60~~, wherein said compound is selected from the group consisting of:

~~6-Chloro-N-(4-methoxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-N-(4-methyl-2-nitrophenyl)-3-pyridinecarboxamide;~~

*C /*  
*D1*  
*cont*

~~6-Chloro-*N*-(4-methoxy-2-nitrophenyl)-1-*N*-oxide-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(4-chloro-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Fluoro-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(4-fluoro-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(4-trifluoromethyl-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(2-nitro-4-trifluoromethoxyphenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(4-benzyloxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Methyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(4-cyano-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-(2,2,2-Trifluoroethoxy)-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Dimethylamino-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Chloro-*N*-(4-*t*-butyl-2-nitrophenyl)-3-pyridinecarboxamide;~~  
~~6-Trifluoromethyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide; and~~  
~~4-Chloromethyl-*N*-(4-ethoxy-2-nitrophenyl)-3-pyridinecarboxamide.~~

Claims 62-70 (canceled)

*b*  
Claim ~~71~~ (previously amended): *1-4* A pharmaceutical composition, comprising the compound of any one of claims ~~58-61~~, and a pharmaceutically acceptable carrier.

Claims 72-75 (canceled)

19  
Claim ~~76~~ (currently amended):

The method [compound] of any one of claims

33, 42, and 46 [58 and 72] wherein optional substituents on the alkyl or heteroaryl group of R<sub>15</sub> and R<sub>16</sub> or the alkyl, aryl, or heteroaryl group of R<sub>11</sub> [aryl, aralkyl and heteroaryl groups] include one or more halo, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>6</sub>-C<sub>10</sub> aryl, C<sub>4</sub>-C<sub>7</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>6</sub>-C<sub>10</sub> aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>6</sub>-C<sub>10</sub> aryl(C<sub>2</sub>-C<sub>6</sub>)alkenyl, C<sub>6</sub>-C<sub>10</sub> aryl(C<sub>2</sub>-C<sub>6</sub>)alkynyl, C<sub>1</sub>-C<sub>6</sub> hydroxyalkyl, nitro, amino, ureido, cyano, C<sub>1</sub>-C<sub>6</sub> acylamino, hydroxy, thiol, C<sub>1</sub>-C<sub>6</sub> acyloxy, azido, C<sub>1</sub>-C<sub>6</sub> alkoxy or carboxy.

Claims 77-78 (canceled)

5  
Claim ~~79~~ (new):

A compound selected from the group consisting of 6-Chloro-*N*-(2,4-dimethyl-6-nitrophenyl)-3-pyridinecarboxamide and 6-Chloro-*N*-(4-methyl-2-nitrophenyl)-3-pyridinecarboxamide.